

# ITEL

## Rail Lease Division

Two Embarcadero Center  
San Francisco, California 94111  
(415) 955-0123  
Telex 34234

March 22, 1979

Honorable H.G. Homme, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. 9700-12 Filed 1425

MAR 23 1979 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

9-082A040  
MAR 23 1979

Date

Fee \$ 10.00

CC Washington, D. C.

Dear Sir:

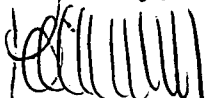
Enclosed for filing with and recording by the Interstate Commerce Commission are one original and four counterparts of Rider No. 2 (dated March 22, 1979) to that certain Lease Agreement dated September 1, 1978, between ITEL Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California 94111 and the Providence & Worcester, One Depot Square, Woonsocket, Rhode Island 02895.

These documents concern the cars numbered PW 105001-PW 105800, both inclusive. The foregoing Lease Agreement was filed with the Interstate Commerce Commission on September 21, 1978 at 1:00 pm and assigned Recordation number 9700.

Also enclosed is our check in the amount of \$10., payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

Please return all copies of the enclosed that are not required by the Interstate Commerce Commission to Allen Harrison, Esq. of Wilmer, Cutler & Pickering, who will be delivering this letter on our behalf.

Sincerely,

  
Paul Willard  
Counsel

PW/ac  
enclosures

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I.C.C.  
FEE OPERATION BR.

MAR 23 11 32 AM '79

RECEIVED

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

3/23/ 79

OFFICE OF THE SECRETARY

Paul Willard  
Itel Corp.  
Two Embarcadero Center  
San Francisco, Calif. 94111

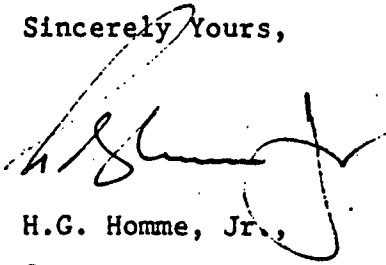
Dear

Sir:

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 3/23/79 at 11:35am  
and assigned recordation number(s)

9700-D

Sincerely Yours,



H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

MAR 23 1979 -11 55 AM

INTERSTATE COMMERCE COMMISSION

Rider No. 2 to the Flatcar Lease Agreement made as of September 1, 1978 between Itel Corporation, Rail-Intermodal Division and Providence & Worcester Company.

Because of a typographical error:

Section 14A is hereby amended by deleting such section in its entirety and substituting in lieu thereof the following:

"Itel Rail and Lessee agree that, as between themselves, Lessee shall be entitled to claim the benefits of any available Investment Tax Credit for Federal income tax purposes in accordance with the Internal Revenue Code and the regulations promulgated thereunder in connection with the acquisition of the Cars in this Agreement. Such Cars shall be new equipment when delivered to Lessee hereunder and Itel Rail agrees to execute such documents as may be required to permit Lessee to claim any Investment Tax Credits relating to such Cars. This subparagraph A shall not apply to Cars bearing the numbers 105001-105050 on Equipment Schedule No. 1 and 105101-105200 on Equipment Schedule No. 2 attached to said Flatcar Lease Agreement."

- WA

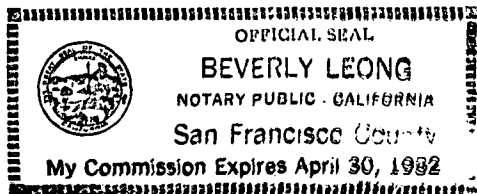
ITEL CORPORATION, RAIL-INTERMODAL DIVISION

PROVIDENCE &amp; WORCESTER COMPANY

By: Allen S. PetersonBy: [Signature]Title: PresidentTitle: Pres.Date: 3/22/79Date: 3/22/79

STATE OF California  
COUNTY OF San Francisco

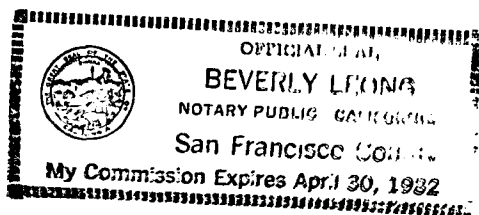
On this 22nd day of March, before me personally appeared Robert H. Eder to me personally known, who being by me duly sworn says that such person is President of Providence and Worcester Company; that the foregoing Rider No.2 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Beverly Leong  
Notary Public

STATE OF California  
COUNTY OF San Francisco

On this 22nd day of March, before me personally appeared Allen S. Peterson, to me personally known, who being by me duly sworn says that such person is President of Intel. Corporation, Rail Division; that the foregoing Rider No.2 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Beverly Leong  
Notary Public